

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, et al.,)	Chapter 11
)	
Debtors.)	Jointly Administered
)	
)	
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**DECLARATION OF HOWARD F. SIDMAN IN SUPPORT OF
FINANCIAL GUARANTY INSURANCE COMPANY’S REPLY IN SUPPORT OF
DEBTORS’ MOTION PURSUANT TO FED. R. BANKR. P. 9019 FOR APPROVAL OF
SETTLEMENT AGREEMENT AMONG THE DEBTORS, FGIC, THE FGIC
TRUSTEES AND CERTAIN INDIVIDUAL INVESTORS**

I, Howard F. Sidman, make this declaration based on my personal knowledge and pursuant to 28 U.S.C. § 1746. I hereby state as follows:

1. I am a Partner of the law firm Jones Day, and I am admitted in the state of New York. I respectfully submit this declaration in support of Financial Guaranty Insurance Company Reply in Support Of Debtors’ Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval of Settlement Agreement Among The Debtors, FGIC, the FGIC Trustees and Certain Individual Investors (the “Reply”) and for the purpose of introducing copies of documents that may be considered in connection with the Reply.¹

2. Attached hereto as Exhibit 1 is a true and correct copy of the First Amended Plan of Rehabilitation for Financial Guaranty Insurance Company, dated June 4, 2013, which is appended as Exhibit 1 to the June 11, 2013 Plan Approval Order issued by the Hon. Doris Ling-Cohan, J.S.C. in *In re Rehabilitation of FGIC*, Case No. 401265/2012 (N.Y. Supreme Court).

¹ Capitalized terms used but not defined herein shall have the same meaning ascribed to them in the Reply.

3. Attached hereto as Exhibit 2 is a true and correct copy of the document bearing Bates numbers MONARCH 000000001 – MONARCH 000000011, a letter to Marc Abrams, Esq. from Lorenzo Marinuzzi, Esq., dated May 2, 2013, re: *In re Residential Capital, LLC*, Case No. 12-12020 (MG): Confidentiality Agreement. [CONFIDENTIAL: Filed Under Seal.]

4. Attached hereto as Exhibit 3 is a true and correct copy of the Declaration of Scott R. Gibson, dated July 19, 2013. [CONFIDENTIAL: Filed Under Seal.]

5. Attached hereto as Exhibit 4 is a true and correct copy of the Expert Report of Charles R. Goldstein, dated July 19, 2013. [CONFIDENTIAL: Filed Under Seal.]

6. Attached hereto as Exhibit 5 is a true and correct copy of the Expert Report of Allen M. Pfeiffer, dated July 19, 2013. [CONFIDENTIAL: Filed Under Seal.]

7. Attached hereto as Exhibit 6 is a true and correct copy of the Indenture executed in connection with the GMACM 2006-HE3 Transaction.

8. Attached hereto as Exhibit 7 is a true and correct copy of a chart reflecting FGIC's Top Fifty U.S. Public Finance Exposures.

9. Attached hereto as Exhibit 8 is a true and correct copy of the July 31, 2013 Order Denying Motions to Intervene and Conduct Discovery, issued by The Hon. Doris Ling-Cohan, J.S.C. in *In re Rehabilitation of FGIC*, Case No. 401265/2012 (N.Y. Supreme Court).

10. Attached hereto as Exhibit 9 is a true and correct copy of a chart reflecting the 29 separate pleadings in this proceeding that reference, discuss or otherwise address the mediation.

11. Attached hereto as Exhibit 10 is a true and correct copy of a chart reflecting the various publications that reference the mediation proceedings between December 2012 and May 2013.

12. Attached hereto as Exhibit 11 is a true and correct copy of the Reuter's article *Brief—ResCap Examiner Delays Report to May 13, Amid Progress in Mediation*, authored by Tom Hals and dated May 10, 2013.

13. Attached hereto as Exhibit 12 is a true and correct copy of excerpts of the transcript of the deposition of John S. Dubel, conducted on July 10, 2013. [CONFIDENTIAL: Filed Under Seal.]

14. Attached hereto as Exhibit 13 is a true and correct copy of excerpts of the transcript of the deposition of Gina Healy, conducted on July 17, 2013. [CONFIDENTIAL: Filed Under Seal.]

15. Attached hereto as Exhibit 14 is a true and correct copy of a printout of the website with the URL "<http://www.fgicrehabilitation.com/docs.php>."

Executed on August 2, 2013

/s/ Howard F. Sidman

Howard F. Sidman